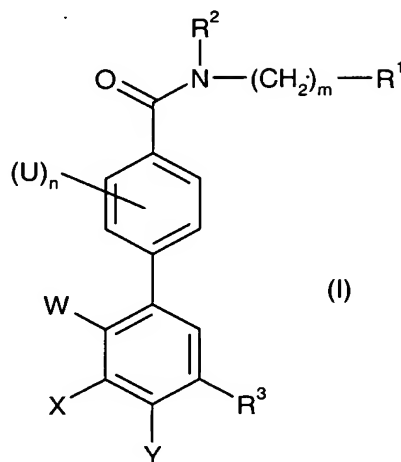


Amendments to the claims

1. (original) A compound of formula (I):



wherein

R^1 is a phenyl group which may be optionally substituted;

R^2 is C_{1-6} alkyl substituted by one to three groups independently selected from OH, oxo, cyano, $-S(O)_pR^4$, halogen, C_{1-6} alkoxy, $-NR^5R^6$, $-CONR^5R^6$, $-NCOR^5$, $-COOR^5$, $-SO_2NR^5R^6$, $-NHCO_2R^5$ and $-NHCONHR^5$;

R^3 is the group $-CO-NH-(CH_2)_q-R^7$ or $-NH-CO-R^8$;

R^4 is selected from hydrogen, C_{1-6} alkyl, heterocyclyl optionally substituted by C_{1-4} alkyl, and phenyl wherein the phenyl is optionally substituted by up to two groups independently selected from C_{1-6} alkoxy, C_{1-6} alkyl and halogen;

R^5 and R^6 are each independently selected from hydrogen and C_{1-6} alkyl;

when q is 0 to 2, R^7 is selected from hydrogen, C_{1-6} alkyl, $-C_3-7$ cycloalkyl, $-CONHR^9$, phenyl optionally substituted by R^{11} and/or R^{12} , heteroaryl optionally substituted by R^{11} and/or R^{12} and heterocyclyl optionally substituted by R^{11} and/or R^{12} , and

when q is 2, R^7 is additionally selected from C_{1-6} alkoxy, $NHCOR^9$, $NHCONHR^9$, NR^9R^{10} and OH;

R^8 is selected from hydrogen, C_{1-6} alkyl, C_{1-6} alkoxy, $-(CH_2)_r-C_3-7$ cycloalkyl, trifluoromethyl, $-(CH_2)_s$ phenyl optionally substituted by R^{13} and/or R^{14} , $-(CH_2)_s$ heteroaryl optionally substituted by R^{13} and/or R^{14} , $-(CH_2)_s$ heterocyclyl optionally substituted by R^{13} and/or R^{14} and $-(CH_2)_s$ fused bicyclyl optionally substituted by R^{13} and/or R^{14} ;

R^9 is selected from hydrogen, C_{1-6} alkyl and phenyl wherein the phenyl group is optionally substituted by up to two substituents selected from C_{1-6} alkyl and halogen,

R^{10} is selected from hydrogen and C_{1-6} alkyl, or

R^9 and R^{10} , together with the nitrogen atom to which they are bound, form a five- to six-membered heterocyclic or heteroaryl ring optionally containing one

additional heteroatom selected from oxygen, sulfur and nitrogen, wherein the ring may be substituted by up to two C₁₋₆alkyl groups;

R¹¹ is selected from C₁₋₆alkyl, C₁₋₆alkoxy, -CONR¹⁰R¹⁵, -NHCOR¹⁵, -SO₂NHR¹⁵, -NHSO₂R¹⁵, halogen, trifluoromethyl, -Z-(CH₂)_t-phenyl optionally substituted by one or more halogen atoms, -Z-(CH₂)_t-heterocyclyl or -Z-(CH₂)_t-heteroaryl wherein the heterocyclyl or heteroaryl group is optionally substituted by one or more substituents selected from C₁₋₆alkyl,

R¹² is selected from C₁₋₆alkyl and halogen, or

when R¹¹ and R¹² are adjacent to each other they may, together with the carbon atoms to which they are bound, form a five- or six-membered saturated or unsaturated ring to give a fused bicyclic ring system, wherein the ring that is formed R¹¹ and R¹² optionally contains one or two heteroatoms selected from oxygen, nitrogen and sulfur;

R¹³ is selected from C₁₋₆alkyl, C₁₋₆alkoxy, -(CH₂)_r-C₃₋₇cycloalkyl, -CONR¹⁶R¹⁷, -NHCOR¹⁷, -SO₂NHR¹⁶, -NHSO₂R¹⁷, halogen, -(CH₂)_kNR¹⁸R¹⁹, oxy, trifluoromethyl, phenyl optionally substituted by one or more R¹⁴ groups and heteroaryl wherein the heteroaryl is optionally substituted by one or more R¹⁴ groups,

R¹⁴ is selected from C₁₋₆alkyl, C₁₋₆alkoxy, halogen, trifluoromethyl and -NR¹⁸R¹⁹, or

R¹³ and R¹⁴, together with the carbon atoms to which they are bound, form a five- or six-membered saturated or unsaturated ring to give a fused bicyclic ring system, wherein the ring that is formed by R¹³ and R¹⁴ optionally contains one or two heteroatoms selected from oxygen, nitrogen and sulfur;

R¹⁵ is selected from hydrogen and C₁₋₆alkyl;

R¹⁶ is selected from hydrogen, C₁₋₆alkyl and phenyl wherein the phenyl group is optionally substituted by one or more R¹⁴ groups,

R¹⁷ is selected from hydrogen and C₁₋₆alkyl, or

R¹⁶ and R¹⁷, together with the nitrogen atom to which they are bound, form a five- to six-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N-R²⁰, wherein the ring is optionally substituted by up to two C₁₋₆alkyl groups;

R¹⁸ is selected from hydrogen, C₁₋₆alkyl and -(CH₂)_r-C₃₋₇cycloalkyl optionally substituted by C₁₋₆alkyl,

R¹⁹ is selected from hydrogen and C₁₋₆alkyl, or

R¹⁸ and R¹⁹, together with the nitrogen atom to which they are bound, form a three- to seven-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N-R²⁰, wherein the ring may contain up to one double bond and the ring is optionally substituted by one or more R²¹ groups;

R²⁰ is selected from hydrogen and methyl;

R²¹ is selected from C₁₋₆alkyl, oxy, -CH₂OC₁₋₆alkyl, trichloromethyl and -N(C₁₋₆alkyl)₂;

U is selected from methyl and halogen;

W is selected from methyl and chlorine;

X and Y are each selected independently from hydrogen, methyl and halogen;

Z is selected from -O- and a bond;

m is selected from 0, 1, 2, 3 and 4, and may be optionally substituted with up to two groups selected independently from C₁₋₆alkyl;

n, p, q, r and t are independently selected from 0, 1 and 2;

s is selected from 0 and 1; and

k is selected from 0, 1, 2 and 3;

or a pharmaceutically acceptable derivative thereof.

2. (original) A compound according to claim 1 wherein R¹ is phenyl.

3. (currently amended) A compound according to claim 1 ~~or claim 2~~ wherein R² is C₁₋₄alkyl substituted by one or two OH groups.

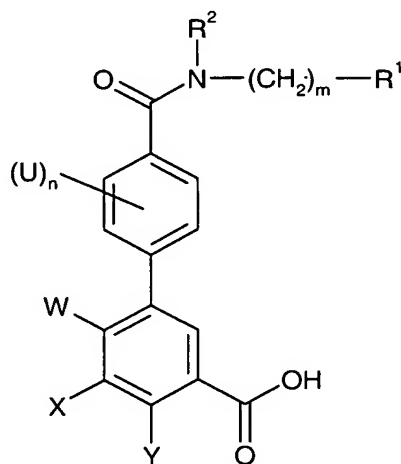
4. (currently amended) A compound according to ~~any one of the preceding claims~~ claim 1 wherein m is 0 or 1.

5. (currently amended) A compound according to ~~any one of the preceding claims~~ claim 1 wherein R⁴ is -C₃₋₇cycloalkyl.

6. (original) A compound according to claim 1 as defined in any one of Examples 1 to 3, or a pharmaceutically acceptable derivative thereof.

7. (currently amended) A process for preparing a compound according to ~~any one of claims 1 to 6~~ claim 1 which comprises:

(a) reacting a compound of formula (XXII)



(XXII)

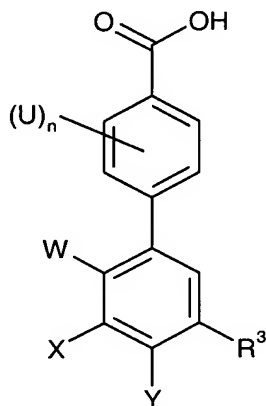
wherein R¹, R², U, W, X, Y, m and n are as defined in claim 1,

with a compound of formula (XXIII)



wherein R^7 and q are as defined in claim 1,
under amide forming conditions, optionally converting the acid compound (XXII) to
an activated form of the acid before reaction with the amine compound (XXIII);

(b) reacting a compound of formula (XXIV)



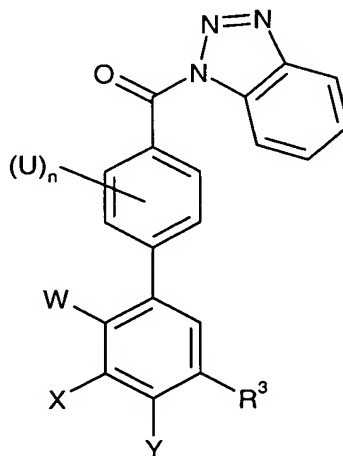
(XXIV)

wherein R^3 , U, W, X, Y and n are as defined in claim 1,
with a compound of formula (XXV)



wherein R^1 , R^2 and m are as defined in claim 1,
under amide forming conditions;

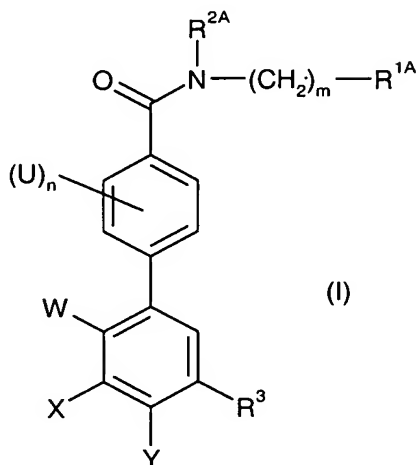
(c) reacting a compound of formula (XXVI)



(XXVI)

wherein R^3 , U, W, X, Y and n are as defined in claim 1,
 with a compound of formula (XXV) as defined above;

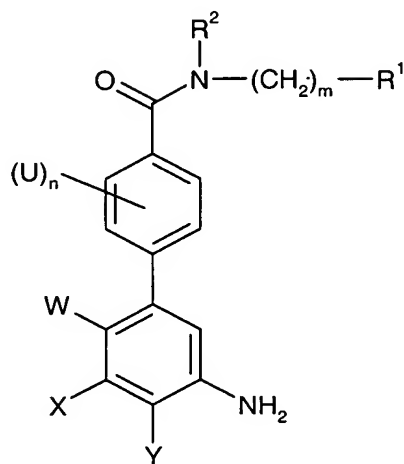
(d) functional group conversion of a compound of formula (XXVII)



(XVIII)

wherein R^3 , U, W, X, Y and n are as defined in claim 1 and R^{1A} and R^{2A} are R^1 and R^2 as defined in claim 1 or groups convertible to R^1 and R^2 ,
 to give a compound of formula (I); or

(e) reacting a compound of formula (XXVIII)



(XXVIII)

wherein R^1 , R^2 , U, W, X, Y, m and n are as defined in claim 1,
 with a compound of formula (XXIX)



(XXIX)

wherein R⁸ is as defined in claim 1,
under amide forming conditions, optionally converting the acid compound (XXIX) to
an activated form of the acid before reaction with the amine compound (XXVIII).

8. (currently amended) A pharmaceutical composition comprising at least one
compound according to ~~any one of claims 1 to 6~~ claim 1 or a pharmaceutically
derivative thereof, in association with one or more pharmaceutically acceptable
excipients, diluents and/or carriers.

9. (currently amended) A method for treating a condition or disease state
mediated by p38 kinase activity or mediated by cytokines produced by the activity of
p38 kinase comprising administering to a patient in need thereof a compound
according to ~~any one of claims 1 to 6~~ claim 1 or a pharmaceutically acceptable
derivative thereof.

10. (cancelled)

11. (cancelled)